

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Objection Deadline:**

February 5, 2025 at 4:00 p.m. (ET)

**Hearing Date:**

February 26, 2025 at 10:30 a.m. (ET)

**COMBINED FOURTH MONTHLY FEE APPLICATION (FOR THE PERIOD  
DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024) AND FIRST INTERIM  
APPLICATION OF DAVIS POLK & WARDWELL LLP, AS BANKRUPTCY  
COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF ALL  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD  
SEPTEMBER 9, 2024 THROUGH AND INCLUDING DECEMBER 31, 2024**

Name of Professional:

DAVIS POLK & WARDWELL LLP

Authorized to Provide Professional  
Services to:

Debtors and Debtors in Possession

Date of Retention:

October 21, 2024, *nunc pro tunc* to  
September 9, 2024

Period for which compensation and  
reimbursement is sought:

December 1, 2024 through and  
including December 31, 2024

Amount of compensation sought as  
actual, reasonable and necessary:

\$2,421,106.00 (80% of \$3,026,382.50)

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Amount of reimbursement sought as \$15,175.95  
actual, reasonable and necessary:

This is a x monthly x interim   final application

The total time expended for fee statement preparation is 69.0 hours and the corresponding compensation requested is \$51,474.00.<sup>2</sup>

If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
November 7, 2024	September 9, 2024 – September 30, 2024	\$1,622,452.00 / \$14,645.65	\$1,297,961.60 / \$14,645.65
December 4, 2024	October 1, 2024 – October 31, 2024	\$2,693,605.50 / \$28,149.16	\$2,154,884.40 / \$28,149.16
December 17, 2024	November 1, 2024 – November 30, 2024	\$2,799,817.50 / \$13,067.39	\$2,239,854.00 / \$13,067.39

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<sup>2</sup> With the exception of 23.7 hours billed between December 22–31, 2024 (accounting for \$15,832.50 in compensation), allowance for compensation for such time is not requested in this statement but will be sought in a subsequent fee statement.

**MONTHLY COMPENSATION BY PROFESSIONAL**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**December 1, 2024 through December 31, 2024**

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
<b>Partners</b>				
Nick Caro	Partner/Sponsor Finance. Partner since 2024. Joined the firm as a partner in 2024. Member of the NY Bar since 2013.	2,345	10.3	\$24,153.50
Corey M. Goodman	Partner/Tax. Partner since 2021. Joined the firm as a partner in 2021. Member of the NY Bar since 2008.	2,375	8.4	\$19,950.00
Adam Kaminsky	Partner/Executive Compensation. Partner since 2019. Joined the firm as a partner in 2019. Member of the NY Bar since 2006.	2,375	5.7	\$13,537.50
James I. McClammy	Partner/Civil Litigation. Partner since 2015. Joined the firm as an associate in 2000. Member of NY Bar since 1999.	2,375	68.2	\$161,975.00
Brian M. Resnick	Partner/Restructuring. Partner since 2011. Joined the firm as an associate in 2003. Member of the NY Bar since 2004.	2,375	186.3	\$442,462.50
Pritesh P. Shah	Partner/Intellectual Property. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2009.	2,375	1.4	\$3,325.00
Adam L. Shpeen	Partner/Restructuring. Partner since 2021. Joined the firm as an associate in 2012. Member of the NY Bar since 2013.	2,345	153.2	\$359,254.00
Brian Wolfe	Partner/Mergers & Acquisitions. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2008.	2,375	50.7	\$120,412.50
<b>Counsel</b>				

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<sup>1</sup> The hourly billing rate for non-working travel time has been adjusted to 50% of the normal rates.

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Mary K. Marks	Counsel/Antitrust & Competition. Joined the firm as a counsel in 2015. Member of the NY Bar since 1994.	1,830	2.7	\$4,941.00
Tracy L. Matlock	Counsel/Tax. Joined the firm as an associate in 2011. Member of the NY Bar since 2013.	1,830	5.3	\$9,699.00
Jason Palios	Counsel/Sponsor Finance. Joined the firm as an associate in 2020. Member of the NY Bar since 2016.	1,725	4.2	\$7,245.00
Stephen D. Piraino	Counsel/Restructuring. Joined the firm as an associate in 2014. Member of the NY Bar since 2014.	1,830	204.4	\$374,052.00
Lawrence R. Plotkin	Counsel/Real Estate. Joined the firm as a counsel in 2015. Member of the NY Bar since 1991.	1,830	4.5	\$8,235.00
Heather Weigel	Counsel/Mergers & Acquisitions. Joined the firm as an associate in 2017. Member of the NY Bar since 2018.	1,725	96.8	\$166,980.00
<b>Associates</b>				
Gennie A. Amir	Associate/Real Estate. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	29.5	\$33,630.00
Jonathan Bi	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	69.3	\$66,874.50
Matthew R. Brock	Associate/Litigation. Joined the firm as an associate in 2014. Member of the NY Bar since 2015.	1,590	112.1	\$178,239.00
Vincent Cahill	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	100.6	\$114,684.00
Charles Collier	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2018.	1,590	21.9	\$34,821.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Katarzyna (Kate) M. Fine	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2015.	1,490	16.1	\$23,989.00
Lachlan J. Forrester	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,570	1.4	\$2,198.00
Jacob Goldberger	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2023.	965	130.0	\$125,450.00
Cameron K. Hood	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	18.8	\$21,432.00
Kamali Houston	Associate/Civil Litigation. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,570	5.6	\$8,792.00
Justin Alexander Kasprisin	Associate/Executive Compensation. Joined the firm as an associate in 2017. Member of the NY Bar since 2012.	1,590	6.2	\$9,858.00
Laura S. Lee	Associate/Executive Compensation. Joined the firm as an associate in 2022. Member of the NY Bar since 2021.	1,570	0.8	\$1,256.00
Andrew Lent	Associate/Real Estate. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,490	7.6	\$11,324.00
Lara Luo	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2020.	1,590	14.0	\$22,260.00
Gabriella Mazero	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	5.1	\$5,814.00
Kelsey Nelson	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	3.7	\$4,218.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Caroline Peters	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	20.4	\$23,256.00
Erin Piacenti	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	31.0	\$46,190.00
Destiny Iisha Reyes	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2022.	1,490	2.0	\$2,980.00
Alexander G. Severance	Associate/Sponsor Finance. Joined the firm as an associate in 2024. Member of the NY Bar since 2022.	1,490	19	\$28,310.00
Ethan Stern	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	129.3	\$192,657.00
Samantha Stroman	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	9.1	\$8,781.50
Tony Sun	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	8.7	\$8,395.50
Kevin L. Winiarski	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	157.9	\$152,373.50
<b>Legal Assistants / Law Graduates / Librarians / eDiscovery</b>				
Maria Budis	Law Clerk/Restructuring. Joined the firm in 2024.	695	43.5	\$30,232.50
Cameron Carpenter	Law Clerk/Restructuring. Joined the firm in 2024.	695	84.7	\$58,866.50
Sijia (Scarlett) Huang	Law Clerk/Restructuring. Joined the firm in 2024.	695	45.1	\$31,344.50
Tristyn Walton	Law Clerk/Executive Compensation. Joined the firm in 2024.	695	14.2	\$9,869.00
Magali Giddens	Legal Assistant	650	71.2	\$46,280.00
Bernadette M. Sullivan	Legal Assistant	650	8.9	\$5,785.00
<b>Total</b>		<b>\$1,520.95</b>	<b>1,989.80</b>	<b>\$3,026,382.50</b>

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
<b>BLENDED RATE: \$1,520.95</b>				
<b>ATTORNEY BLENDED RATE: \$1,651.38</b>				

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**December 1, 2024 through December 31, 2024**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
AHG / UCC / Lender Issues	14.1	\$28,317.50
Asset Dispositions	728.2	\$1,246,079.50
Claims / Creditor Outreach	27.8	\$25,115.50
Contracts / Leases	180.1	\$216,435.00
Corporate Governance / Board Matters / Communications	26.1	\$60,745.00
Employee & Labor	33.2	\$46,162.00
Financing	60.1	\$109,549.00
General Case Administration	184.4	\$238,988.50
Hearing Preparation / Attendance	322.0	\$508,130.50
Litigation	192.5	\$293,113.50
Plan / Disclosure Statement / Confirmation	59.3	\$68,644.00
Regulatory / Antitrust / Tax / IP	51.0	\$75,105.00
Reporting	0.4	\$950.00
Retention DPW: Preparation of Fee Applications, Budgeting	86.3	\$66,521.50
Retention Non-DPW: Prep of Retention-Related Materials	3.0	\$3,834.00
Travel (Non-Working) (50%)	21.3	\$38,692.00
<b>TOTAL</b>	<b>1,989.8</b>	<b>\$3,026,382.50</b>

**MONTHLY EXPENSE SUMMARY**

**BIG LOTS, INC., *et al.*  
(Case No. 24-11967 (JKS))**

**December 1, 2024 through December 31, 2024**

<b>Expense Category</b>	<b>Total Expenses</b>
Computer Research	\$6,236.07
Litigation Support	\$2,048.50
Meals	\$650.66
Outside Documents & Research	\$14.25
Postage, Courier & Freight	\$20.16
Travel	\$5,112.81
Word Processing & Secretarial	\$1,093.50
<b>Grand Total Expenses</b>	<b>\$15,175.95</b>

**INTERIM COMPENSATION BY PROFESSIONAL**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**September 9, 2024 through December 31, 2024**

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
<b>Partners</b>				
Nick Caro	Partner/Sponsor Finance. Partner since 2024. Joined the firm as a partner in 2024. Member of the NY Bar since 2013.	2,345	44.9	\$105,290.50
Marcel R. Fausten	Partner/Capital Markets. Partner since 2017. Joined the firm as an associate in 2007. Member of the NY Bar since 2008.	2,375	0.8	\$1,900.00
Corey M. Goodman	Partner/Tax. Partner since 2021. Joined the firm as a partner in 2021. Member of the NY Bar since 2008.	2,375	18.3	\$43,462.50
Brian D. Hirsch	Partner/Real Estate. Partner since 2018. Joined the firm as an associate in 2014. Member of the NY Bar since 2008.	2,345	2.1	\$4,924.50
Adam Kaminsky	Partner/Executive Compensation. Partner since 2019. Joined the firm as a partner in 2019. Member of the NY Bar since 2006.	2,375	17.3	\$41,087.50
James I. McClammy	Partner/Civil Litigation. Partner since 2015. Joined the firm as an associate in 2000. Member of NY Bar since 1999.	2,375	210.9	\$500,887.50
Ashok Ramani	Partner/IP Litigation. Partner since 2018. Joined the firm as a partner in 2018. Member of CA Bar since 1998.	2,375	1.0	\$2,375.00

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<sup>1</sup> The hourly billing rate for non-working travel time has been adjusted to 50% of the normal rates.

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Brian M. Resnick	Partner/Restructuring. Partner since 2011. Joined the firm as an associate in 2003. Member of the NY Bar since 2004.	2,375	508.3	\$1,207,212.50
Pritesh P. Shah	Partner/Intellectual Property. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2009.	2,375	4.4	\$10,450.00
Howard Shelanski	Partner/Antitrust & Competition. Partner since 2017. Joined the firm as a partner in 2017. Member of the DC Bar since 1996.	2,375	4.6	\$10,925.00
Adam L. Shpeen	Partner/Restructuring. Partner since 2021. Joined the firm as an associate in 2012. Member of the NY Bar since 2013.	2,345	460.0	\$1,078,700.00
Patrick E. Sigmon	Partner/Tax. Partner since 2019. Joined the firm as an associate in 2014. Member of the NY Bar since 2011.	2,345	0.4	\$938.00
Brian Wolfe	Partner/Mergers & Acquisitions. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2008.	2,375	72.4	\$171,950.00
<b>Counsel</b>				
Mary K. Marks	Counsel/Antitrust & Competition. Joined the firm as a counsel in 2015. Member of the NY Bar since 1994.	1,830	12.9	\$23,607.00
Tracy L. Matlock	Counsel/Tax. Joined the firm as an associate in 2011. Member of the NY Bar since 2013.	1,830	25.0	\$45,750.00
Joanna McDonald	Counsel/Restructuring. Joined the firm as an associate in 2020. Member of the NY Bar since 2014.	1,830	7.7	\$14,091.00
Jason Palios	Counsel/Sponsor Finance. Joined the firm as an associate in 2020. Member of the NY Bar since 2016.	1,725	9.0	\$15,525.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Jonah A. Peppiatt	Counsel/Restructuring. Joined the firm as an associate in 2016. Member of the NY Bar since 2015.	1,725	181.8	\$313,605.00
Stephen D. Piraino	Counsel/Restructuring. Joined the firm as an associate in 2014. Member of the NY Bar since 2014.	1,830	585.8	\$1,072,014.00
Lawrence R. Plotkin	Counsel/Real Estate. Joined the firm as a counsel in 2015. Member of the NY Bar since 1991.	1,830	15.7	\$28,731.00
Heather Weigel	Counsel/Mergers & Acquisitions. Joined the firm as an associate in 2017. Member of the NY Bar since 2018.	1,725	151.5	\$261,337.50
Erika D. White	Counsel/Restructuring. Joined the firm as an associate in 1986. Member of the NY Bar since 1982.	1,830	0.3	\$549.00
<b>Associates</b>				
Gennie A. Amir	Associate/Real Estate. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	67.4	\$76,836.00
Jonathan Bi	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	172.9	\$166,848.50
Matthew R. Brock	Associate/Litigation. Joined the firm as an associate in 2014. Member of the NY Bar since 2015.	1,590	462.5	\$735,375.00
Vincent Cahill	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	467.7	\$533,178.00
Charles Collier	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2018.	1,590	59.9	\$95,241.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Katarzyna (Kate) M. Fine	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2015.	1,490	37.5	\$55,875.00
Lachlan J. Forrester	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,570	9.4	\$14,758.00
Austin Fuss	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	2.2	\$2,508.00
Henry G. Goldberg	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	17.4	\$16,791.00
Jacob Goldberger	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2023.	965	593.5	\$572,727.50
Cameron K. Hood	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	61.4	\$69,996.00
Kamali Houston	Associate/Civil Litigation. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,570	18.8	\$29,516.00
Lincoln Jim	Associate/Capital Markets. Joined the firm as an associate in 2017. Member of the NY Bar since 2020.	1,590	8.1	\$12,879.00
Justin Alexander Kasprisin	Associate/Executive Compensation. Joined the firm as an associate in 2017. Member of the NY Bar since 2012.	1,590	16.3	\$25,917.00
Kyle Kreider	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	13.8	\$15,732.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Grace Lee	Associate/Civil Litigation. Joined the firm as an associate in 2019. Member of the NY Bar since 2020.	1,590	36.0	\$57,240.00
Laura S. Lee	Associate/Executive Compensation. Joined the firm as an associate in 2022. Member of the NY Bar since 2021.	1,570	0.8	\$1,256.00
Andrew Lent	Associate/Real Estate. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,490	20.0	\$29,800.00
Lara Luo	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2020.	1,590	47.6	\$75,684.00
Gabriella Mazero	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	21.1	\$24,054.00
Francesca Merrick	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	9.6	\$9,264.00
Kelsey Nelson	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	3.7	\$4,218.00
Daniel O'Toole	Associate/Antitrust & Competition. Joined the firm as an associate in 2020. Member of the DC Bar since 2022.	1,570	12.4	\$19,468.00
Caroline Peters	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	67.3	\$76,722.00
Alanna Phillips	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2023.	1,490	1.4	\$2,086.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Erin Piacenti	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	31.0	\$46,190.00
Adrian Rabin	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2021.	1,570	1.0	\$1,570.00
Destiny Iisha Reyes	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2022.	1,490	2.0	\$2,980.00
Alexander G. Severance	Associate/Sponsor Finance. Joined the firm as an associate in 2024. Member of the NY Bar since 2022.	1,490	48.6	\$72,414.00
Ethan Stern	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	673.8	\$1,003,962.00
Samantha Stroman	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	104.8	\$101,132.00
Tony Sun	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	101.1	\$97,561.50
Mckenzie K. Whalen	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	18.8	\$18,142.00
Kevin L. Winiarski	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	468.7	\$452,295.50
Alison Wulfe	Associate/Real Estate. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	10.2	\$9,843.00
<b>Legal Assistants / Law Graduates / Librarians / eDiscovery</b>				
Maria Budis	Law Clerk/Restructuring. Joined the firm in 2024.	695	77.6	\$53,932.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Cameron Carpenter	Law Clerk/Restructuring. Joined the firm in 2024.	695	323.6	\$224,902.00
Elazar Chertow	Law Clerk/Litigation. Joined the firm in 2024. Member of the CA Bar since 2024.	695	27.6	\$19,182.00
Madeline (Maddy) Fortress	Law Clerk/Litigation. Joined the firm in 2024.	695	24.0	\$16,680.00
Sijia (Scarlett) Huang	Law Clerk/Restructuring. Joined the firm in 2024.	695	145.0	\$100,775.00
Caroline Ribet	Law Clerk/Litigation. Joined the firm in 2024. Member of the CA Bar since 2024.	695	23.1	\$16,054.50
Tristyn Walton	Law Clerk/Executive Compensation. Joined the firm in 2024.	695	14.2	\$9,869.00
Matthew O'Donnell	Lawyer/Sponsor Finance. Joined the firm in 2024. Not admitted locally.	1,140	6.6	\$7,524.00
Eric Bae	Legal Assistant	460	3.8	\$1,748.00
Magali Giddens	Legal Assistant	650	226.2	\$147,030.00
Will Graves	Legal Assistant	460	0.6	\$276.00
Michael Guerrero	Legal Assistant	460	6.9	\$3,174.00
Sarah Jackson	Legal Assistant	460	4.6	\$2,116.00
Sam Karp	Legal Assistant	460	1.3	\$598.00
Stella Larson	Legal Assistant	460	1.1	\$506.00
Sorina Delia Lazar	Legal Assistant	650	0.3	\$195.00
Kelsey D. Stevens	Legal Assistant	650	2.9	\$1,885.00
Bernadette M. Sullivan	Legal Assistant	650	8.9	\$5,785.00
Frances C. Fynan	Research Services	595	3.4	\$2,023.00
Priscilla C. O'Carroll	Research Services	745	1.2	\$894.00
Marjorie Richmond	Research Services	745	1.5	\$1,117.50
Mark Zaleck	Research Services	800	0.4	\$320.00
Alex Ionescu	eDiscovery Project Manager	550	60.6	\$33,330.00
Lee B. Stein	eDiscovery Project Manager	690	10.1	\$6,969.00
<b>Total</b>		<b>\$1,449.04</b>	<b>6,999.30</b>	<b>\$10,142,257.50</b>
<b>BLENDED RATE: \$1,449.04</b>				
<b>ATTORNEY BLENDED RATE: \$1,574.65</b>				

**INTERIM COMPENSATION BY PROJECT CATEGORY**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**September 9, 2024 through December 31, 2024**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
AHG / UCC / Lender Issues	84.5	\$144,520.00
Asset Dispositions	1,718.6	\$2,690,505.50
Business Operations	45.8	\$82,972.50
Claims / Creditor Outreach	185.9	\$243,458.50
Contracts / Leases	831.5	\$1,007,056.50
Corporate Governance / Board Matters / Communications	42.4	\$97,860.50
Employee & Labor	74.4	\$130,125.50
Financing	191.4	\$330,590.00
General Case Administration	838.1	\$1,097,735.00
Hearing Preparation / Attendance	1,076.2	\$1,740,355.50
Litigation	1,189.0	\$1,681,455.00
Plan / Disclosure Statement / Confirmation	135.4	\$161,863.50
Regulatory / Antitrust / Tax / IP	213.8	\$321,435.50
Reporting	19.4	\$31,824.50
Retention DPW: Preparation of Fee Applications, Budgeting	248.4	\$203,693.50
Retention Non-DPW: Prep of Retention-Related Materials	27.7	\$36,426.50
Travel (Non-Working) (50%)	76.8	\$140,379.50
<b>TOTAL</b>	<b>6,999.30</b>	<b>\$10,142,257.50</b>

**INTERIM EXPENSE SUMMARY**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**September 9, 2024 through December 31, 2024**

<b>Expense Category</b>	<b>Total Expenses</b>
Computer Research	\$22,274.18
Court and Related Fees	\$52.60
Duplication	\$435.75
Litigation Support	\$2,771.00
Meals	\$8,301.42
Outside Documents & Research	\$942.43
Postage, Courier & Freight	\$133.71
Travel	\$33,698.33
Word Processing & Secretarial	\$2,677.50
<b>Grand Total Expenses</b>	<b>\$71,286.92</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Objection Deadline:**

February 5, 2025 at 4:00 p.m. (ET)

**Hearing Date:**

February 26, 2025 at 10:30 a.m. (ET)

**COMBINED FOURTH MONTHLY FEE APPLICATION (FOR THE PERIOD  
DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024) AND FIRST INTERIM  
APPLICATION OF DAVIS POLK & WARDWELL LLP, AS BANKRUPTCY  
COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF ALL  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD  
SEPTEMBER 9, 2024 THROUGH AND INCLUDING DECEMBER 31, 2024**

Davis Polk & Wardwell LLP (“Davis Polk”), as bankruptcy counsel for the debtors and debtors in possession (the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”), submits this combined fee statement (this “Fee Statement”) and interim application (this “Interim Application” and, together with the Fee Statement, the “Combined Application”) for (i) allowance of compensation for professional services rendered by Davis Polk to the Debtors for the period

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

December 1, 2024 through December 31, 2024 (the “Statement Period”); (ii) reimbursement of actual and necessary expenses incurred by Davis Polk during the Statement Period in rendering professional services on behalf of the Debtors; and (iii) for allowance of compensation and reimbursement of all actual and necessary expenses incurred for the period of September 9, 2024 through and including December 31, 2024 (the “Application Period”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “U.S. Trustee Guidelines”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [D.I. 519] (the “Interim Compensation Procedures Order”).<sup>2</sup> In support of this Combined Application, Davis Polk represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction over this Combined Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-2, the U.S. Trustee Guidelines, and the Interim Compensation Procedures Order.

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<sup>2</sup> Capitalized terms used but not defined herein are defined in the Interim Compensation Procedures Order.

## **BACKGROUND**

3. On September 9, 2024 (the “Petition Date”), the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors have continued in the management and operation of their businesses and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 cases.

4. On September 23, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”). *See Not. of Appointment of Comm. of Unsecured Creditors* [D.I. 248].

## **DAVIS POLK’S RETENTION**

5. Prior to the commencement of these Chapter 11 cases, the Debtors retained Davis Polk to provide advice regarding, among other things, preparing for, commencing, and prosecuting these cases under Chapter 11 of the Bankruptcy Code. On September 18, 2024, the Debtors filed the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 205] (the “Davis Polk Retention Application”).

6. On October 21, 2024, this Court granted the Davis Polk Retention Application pursuant to the *Order Approving Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 577] (the “Davis Polk Retention Order”).

**INTERIM COMPENSATION PROCEDURES ORDER**

7. The Court entered the Interim Compensation Procedures Order on October 17, 2024. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all Retained Professionals (as defined in the Interim Compensation Order) in these cases.

8. In particular, the Interim Compensation Procedures Order provides that Retained Professionals may file and serve a Monthly Fee Statement on or after the 5th day of each month following the month or months for which compensation is sought, for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month or months. Compensation Notice Parties will have until 4:00 p.m. (prevailing Eastern Time) on the day that is 21 days after the filing of a Monthly Fee Statement (the “Objection Deadline”) to object to the requested compensation for services rendered and reimbursement of expenses incurred. Provided that there are no objections to such Monthly Fee Statement filed before the expiration of the Objection Deadline, the Professional may file a certificate of no objection (the “Certificate of No Objection”) with the Court.

9. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Retained Professional 80 percent of the fees and 100 percent of the expenses requested in such Monthly Fee Statement.

10. Additionally, the Interim Compensation Procedures Order provides that at three-month intervals or such other intervals convenient to the Court (an “Interim Fee Period”), Retained Professionals shall file with the Court and serve on the Compensation Notice Parties an application for interim approval and allowance of compensation and reimbursement of expenses detailed by such Retained Professional in its Monthly Fee Statements, including any holdbacks, filed during the preceding Interim Fee Period. The Interim Compensation Procedures Order

further provides that the initial Interim Fee Period shall include the period from the Petition Date through December 31, 2024 (i.e., the Application Period as set forth herein).

11. Finally, the Interim Compensation Procedures Order provides that Retained Professionals shall file and serve their interim fee applications on or before the 45th day, or the next business day if such day is not a business day, following the end of each Interim Fee Period, or as soon as reasonably practicable thereafter. Accordingly, Davis Polk is required to file this Combined Application no later than February 16, 2025.

**RELIEF REQUESTED**

12. Davis Polk submits this Combined Application for (i) monthly and interim allowance of reasonable compensation for the actual, reasonable, and necessary professional services that it has rendered as counsel for the Debtors in the Chapter 11 Cases during the Statement and Application Periods and (ii) monthly and interim reimbursement of actual, reasonable, and necessary expenses incurred by Davis Polk representing the Debtors during the Statement and Application Periods.

**STATEMENT PERIOD**

13. During the Statement Period, Davis Polk incurred fees in the amount of \$3,026,382.50. For the same period, Davis Polk incurred actual, reasonable, and necessary expenses totaling \$15,175.95. As of the date of this Combined Application, Davis Polk has received no payments with respect to these amounts.

14. Set forth on the foregoing “Monthly Compensation by Project Category” is a summary, by subject matter category, of the time expended to the Chapter 11 Cases by Davis Polk timekeepers during the Statement Period.

15. **Exhibit A** attached hereto contains logs, sorted by case project category, which show the time recorded during the Statement Period by professionals, paraprofessionals, and other support staff, as well as descriptions of the services provided.

16. **Exhibit B** attached hereto contains a breakdown of actual, reasonable, and necessary expenses incurred by Davis Polk during the Statement Period.

17. Davis Polk charges \$0.15 per page for photocopying and printing.

18. In accordance with Local Rule 2016-2, Davis Polk has reduced its request for compensation for non-working travel, if any, to 50% of its normal rate.

#### **THE APPLICATION PERIOD**

20. Davis Polk seeks allowance of \$10,142,257.50, for actual, reasonable, and necessary legal services rendered to the Debtors during the Application Period; and \$71,286.92 as reimbursement of actual, reasonable, and necessary expenses incurred in connection with the rendition of such services during the Application Period. Davis Polk requests that the Debtors be authorized and directed to pay Davis Polk an amount equal to the sum of the allowed compensation and expense reimbursement during the Application Period, less any amounts previously paid.

22. Davis Polk has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Davis Polk so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Davis Polk has endeavored to coordinate with the other professionals involved in these cases so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Davis Polk believes it has been successful in this regard.

23. **Exhibit C** attached hereto is a summary of Davis Polk's fees and expenses incurred and outstanding during the Application Period.

24. No agreement or understanding exists between Davis Polk and any other person for the sharing of compensation received or to be received for services rendered in or in connection with the Chapter 11 Cases.

25. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his or her information, knowledge, and belief that this Combined Application complies with that Rule.

#### **INFORMATION RELATED TO THE REVISED U.S. TRUSTEE GUIDELINES**

26. Davis Polk provides the following information pursuant to the U.S. Trustee Guidelines.

27. Davis Polk's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Davis Polk's hourly rates for bankruptcy services are comparable to the rates charged by Davis Polk, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

28. The blended hourly rate for all Davis Polk timekeepers who worked on the Chapter 11 Cases is approximately the same as the firm's blended rate for all timekeepers over a Comparable Period (as defined below). In particular, the blended hourly rate for all Davis Polk timekeepers (including both professionals and paraprofessionals) who billed to matters excluding chapter 11 representations during the period beginning September 9, 2024 and ending on December 31, 2024 (the "Comparable Period") was approximately \$1,488. By comparison, the blended hourly rate for all Davis Polk timekeepers (including both professionals and

paraprofessionals) who worked on the Chapter 11 Cases during the Application Period was approximately \$1,449.

29. The following table shows blended hourly rates by category of professional and paraprofessional (rounded to the nearest dollar) for Davis Polk during the Application Period:

<b>Position at Davis Polk</b>	<b>Blended Hourly Rate for Final Period (rounded to the nearest dollar)</b>
Partner	\$2,364
Counsel	\$1,794
Associate	\$1,228
Paraprofessionals	\$914
All Timekeepers	\$1,449

30. In addition, Davis Polk provides the following responses to the inquiries stated in section C.5 of the Revised U.S. Trustee Guidelines:

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain. **As disclosed in the Davis Polk Retention Application, Davis Polk has agreed to a discount off of its standard rates.**
- b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client? **Not applicable.**
- c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? **No.** **As disclosed in the Davis Polk Retention Application, the hourly rates used by Davis Polk in representing the Debtors are consistent with the rates Davis Polk charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.**
- d. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees. **This Combined Application includes time and fees related to reviewing or revising time records or preparing, reviewing, or revising invoices in connection with the preparation of monthly fee statements relating to the Application Period covered by this Combined Application. Davis**

**Polk is seeking compensation for approximately 163.9 hours and \$123,434.00 in fees relating to reviewing and revising time records with respect to the preparation of such fee statements.**

- e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. **This Combined Application includes time and fees related to reviewing time records to redact any privileged or other confidential information. Such charges are included in the time charges set forth in response (d) above and are not separately calculated.**
- f. If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? and (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458? **Not applicable.**

**NOTICE**

31. Notice of this Combined Application will be provided in accordance with the procedures set forth in the Interim Compensation Procedures Order. Davis Polk respectfully submits that no further notice is required.

\* \* \* \* \*

WHEREFORE, Davis Polk respectfully requests that this Court (i) allow Davis Polk (a) monthly compensation in the amount of \$2,421,106.00 (80% of \$3,026,382.50) for actual, reasonable, and necessary professional services rendered on behalf of the Debtors during the Statement Period and (b) monthly reimbursement in the amount of \$15,175.95 for actual, reasonable, and necessary expenses incurred during the Statement Period; and (ii) allow Davis Polk (a) compensation in the amount of \$10,142,257.50 for actual, reasonable, and necessary services rendered during the Application Period and (b) reimbursement of \$71,286.92 for actual, reasonable, and necessary expenses incurred during the Application Period; and (iii) grant such other further relief as the Court deems just and proper.

Dated: January 15, 2025  
New York, NY

**DAVIS POLK & WARDWELL LLP**

*/s/ Brian M. Resnick*

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